

Bylaws of Electronic Components, Assemblies & Materials Association

Article I. Name

The name of the organization shall be the Electronic Components, Assemblies & Materials Association (ECA). ECA represents the electronics industry sector comprised of manufacturers and producers of passive and active electronic components, component assemblies, and commercial and industrial electronic materials and supplies.

1.1 Mission

The mission of ECA is to promote market growth and stability by providing forums for discussions of common issues and concerns that result in the identification of problems, the development of solutions, and the implementation of programs and services that serve the best interests of the electronics industry.

1.2 Objectives

- To promote market growth and stability.
- To provide a forum for discussion of common issues and concerns.
- To advocate beneficial policy and regulation.
- To provide a vehicle for generation, collection, and dissemination of information.
- To establish acceptable requirements for quality and performance.
- To provide education and training.

1.3 Scope

The Electronic Components, Assemblies & Materials Association is comprised of manufacturers of electronic components, assemblies, materials and supplies including, but not limited to:

- 1) Discrete components (passive and active) such as capacitors, resistors, inductors, connectors, relays, piezoelectric devices, switches, protective devices, enclosures, wire and cable, and general electronic components plus electronic displays and tubes, and microwave vacuum and solid state electronics and tubes.
- 2) Integrated components (passive and active) such as assemblies, arrays and solid state products.
- 3) Supplies and materials for the manufacture, production, assembly, maintenance, and testing of electronic components and assemblies.

The manufacturers may produce products for general sale to customers, or under contract or in partnership with customers.

Note: Active components may include diodes, arrays and assemblies, but not discrete semi-conductor devices.

Article 2. Board of Directors

The business, property and affairs of the Association shall be managed and controlled by the Board of Directors, and such Board may exercise all powers of the Association and do such lawful acts and things as directed or required to be exercised or done by the members.

The Board of Directors shall consist of not less than ten (10) nor more than twenty-five (25) persons, as the voting members of the Board and there shall be included in such number, a Chairman, Vice Chairman, Industry Vice President/Treasurer, and Secretary. The Board of Directors may from time to time appoint such other officers as the Board may determine. So far as permitted by law, one individual may hold any two offices at the same time, except that the office of Chairman and Secretary shall not be occupied by the same person at the same time. Each director shall be elected for a two (2) year term and shall serve until his successor shall be elected and qualified.

2.1 Directors

Directors are expected to be senior executives of regular member organizations who are active participants in the affairs of the Association. Directors are expected to take an active role in meetings of the Board and to participate on committees of the Board. Directors are expected to attend two (2) out of three (3) consecutive board meetings. Directors shall enlist the commitment and services of senior leadership in the ECA membership to provide management and governance of the Association and its programs and services.

2.2 Election of Directors

Election of Directors shall take place at the annual meeting of the Board of Directors and General Membership. Candidates are presented by the Nominations Committee and approved by a simple majority vote of the current Board of Directors. Candidates shall be from senior management of regular member companies. The Chairman, with approval of the Board of Directors, shall direct the Nominations Committee to select a slate of qualified candidates for board vacancies in the Board of Directors that shall occur as a result of expiration of terms.

The term of office of any Officer who also serves as a Director shall expire immediately upon removal of such Officer Director. The Board of Directors is empowered to fill vacancies occurring in the membership of the board for any reason, but such successor Director shall serve only until the next meeting of the Board. If such successor Director is then nominated by the Nominating Committee, such successor Director may stand for election to fill the remaining term of the former Director that he or she replaced. Any Director may resign by giving notice in writing to the Chairman or the Secretary.

2.3 Removal from Office

Any Director previously elected by the Board of Directors may be removed for cause by a two thirds (2/3) affirmative vote of the Board of Directors. A vote for removal shall occur only after the Board member complained against has been advised of the complaints lodged against him and has been given reasonable opportunity for defense. Cause can include, but is not limited to, non-attendance at two (2) out of three (3) consecutive Board meetings.

2.4 Responsibilities of Directors

Directors are expected to be senior executives of member organizations who are active participants in the affairs of the Association. Directors are expected to take an active role in meetings of the Board and to participate on committees of the Board. Directors are expected to attend two (2) out of three (3) consecutive board meetings. Directors who are unable to fulfill this responsibility are subject to removal from the Board.

2.5 Quorum

A majority of the Board shall constitute a quorum and may conduct all of the business which the board is empowered to conduct.

2.6 Annual Meeting

At least two (2) meetings of the Board of Directors shall be held each year, one of which shall also be the annual meeting of the Association. Notice of such meetings shall be given by the Chairman or the Secretary on behalf of the Chairman.

2.7 Special Meetings

Special meetings of the Board of Directors may be called by the Chairman or by any three (3) Directors. Written or printed notice stating the place, the day and the hour of the Directors' special meeting and the person or persons calling the meeting shall be delivered to each Director not less than fifteen (15) days before the meeting.

2.8 Place of Meetings

All meetings of the Board of Directors shall be held at such place and time as designated in the notice thereof, or at such place as the Directors may by majority vote have designated.

2.9 Minutes

The Board of Directors shall keep a record of each proceeding which shall be verified by the signatures of the Chairman and Secretary of the meeting. The Board of Directors will also cause regular and correct books of accounts to be kept for the Association.

2.10 Voting

Each Director shall have one vote at meetings of the Board of Directors.

2.11 Participation by Telephone

Any one or more members of the Board or any Committee thereof, may participate in the meeting of the Board or the Committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

2.12 At-Large Directors

The At-Large Directors are to be recommended by the Chairman with the approval of the Board of Directors. At-Large Directors may serve ex officio with no vote or may be approved as voting members of the Board of Directors. They shall serve a term which expires on December 31 of the year appointed. At-Large Directors may be approved for up to three (3) consecutive terms.

Article 3. Officers of the Association

3.1 Officers of the Board

The Board of Directors has the power to appoint and at its discretion, remove or suspend such officers and agents as it sees fit, and determine their duties. The Board has the power to appoint any officer, permanently or temporarily, to have powers and perform duties of any other officer, and to delegate any of the powers of the Board to any committee, officer or agent.

Officers of this Association shall be:

The Chairman, who shall be subject to the control of the Directors, shall in general supervise and control the business and affairs of the Association. The Chairman shall preside at all meetings of the Board of Directors and meetings of members. He shall have the general powers and duties customarily vested in the office of the Chairman, and shall also do and perform such other duties as from time to time may be assigned him by the Board of Directors.

The Vice Chairman shall assist the Chairman in all duties of that office. The Vice Chairman shall also be empowered to conduct all duties of the office of Chairman should the Chairman be unable to carry out these duties or if the Chairman so empowers the Vice Chairman. The Vice Chairman shall serve as Chairman of the Nominating Committee.

The Industry Vice President/Treasurer, who shall perform all the duties incident to the office of treasurer and such other duties as from time to time assigned to him by the Chairman or Board of Directors. The Industry Vice President/Treasurer shall serve as Chairman of the Finance Committee.

The Secretary, who shall record in books kept for the purpose, minutes, including votes of all proceedings of the members and of the Board of Directors at their respective meetings. He will be responsible to see that all notices are duly given in accordance with the provisions of these Bylaws as required.

Officers Subordinate to Board of Directors - All of the Officers of this Association shall be under the supervision of the Board of Directors, and the Board of Directors may designate additional powers and duties for any and all such Officers.

3.2 Election of Officers

All officers of this Association shall be elected by the Board of Directors at each annual meeting and shall hold office for two (2) years and thereafter until his or her successor has been elected or appointed and qualified. The term of office shall commence with the beginning of the calendar

year.

3.3 Removal of Officers

Any Officer may be removed whenever, in the judgment of the Board of Directors, the best interest of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not of itself create any contract rights. Any vacancy which may occur in any office shall be filled by the Board of Directors. Any Officer or agent elected or appointed by the Directors may resign by filing with the Chairman or with the Board of Directors a written resignation which shall take effect on being filed or at the time specified.

3.4 Additional Officers and Agents

The Board of Directors may at any time appoint such officers and agents as it shall deem necessary. Any of such Officers and/or agents may be removed at any time by the Board of Directors. Additional Officers and agents need not be members or Directors of the Association.

3.5 Professional Staff

The President, who shall be approved by the Board of Directors, shall serve on such terms and conditions as prescribed by ECA. The President shall be chief operating officer of the Association and shall be responsible for the general and active management of the business of the Association; such person shall serve as ex officio member of the Board of Directors and the Executive Committee; such person shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may employ subordinate officers or employees to carry out the activities and conduct the affairs of the Corporation, shall be responsible to the Board of Directors for the actions of such subordinate officers and employees, and shall see to it that all activities and affairs of the Association are performed properly.

3.6 Committees of the Board

Executive Committee

An Executive Committee shall be formed and composed of the Chairman, Vice Chairman, Industry Vice President/Treasurer, Secretary, President and up to three (3) Board Directors to be nominated by the Chairman and approved by the Board of Directors. The Executive Committee shall possess and may exercise all the powers of the Board of Directors between meetings of the board, as permitted by law.

Membership Committee

The Membership Committee will oversee development of an integrated membership campaign focusing on marketing materials that emphasize the value of membership, providing news and information, promoting membership incentives, supplying a toolkit for supporting membership recruitment by ECA leadership, and promotions tied to specific events. From time to time, the committee will also employ personal contact to recruit new members or reaffirm existing memberships and/or encourage other senior leaders in the membership to recruit new members

or reaffirm existing memberships.

Finance Committee

The Finance Committee will work with senior staff to develop the budget for the Association. The committee will review performance to budget monthly and/or quarterly. The Committee will also review performance of all outsourced activities pertaining to accounting for the Association.

Compensation Committee

The Compensation Committee shall review the staff responsibilities and salary structure for the association. The committee shall also review the performance of senior staff including the chief staff officer.

Nominations Committee

The Nominating Committee shall recommend nominations for the designated Officers and Directors. Members of the Nominating Committee are the past chairs of ECA. The immediate past chair may recommend additional individuals who are approved by the Board.

Government/Industry Relations Committee

The Government/Industry Relations Committee will work to enhance the competitiveness of the U.S. electronics producer in today's global marketplace. The Committee will also act as the voice of ECA on issues for the U.S. electronics industry, responding to requests for information from media representatives, concerning such issues as industry statistics, changing technologies, legislative positions and Alliance activities.

Conferences and Expositions Committee

The Conference and Expositions Committee is comprised of chairmen and/or participants for the various subgroups that support ECA co-sponsored conferences and expositions. The Committee provides support and direction for ECA conference and exposition activities.

CARTS Board of Directors (proposed)

CARTS is an international event providing component engineers with current data and information on capacitor, resistor and magnetic components. It provides a forum for the exchange of ideas and knowledge relating to the passive electronic components industry.

ECTC Governing Council

ECTC is the premier international conference, sponsored jointly by the IEEE/CPMT and ECA, covering electronic components technologies including developments in all areas of electronics assembly, packaging, systems packaging, optoelectronics, reliability and materials. In addition, ECTC addresses topics for new passive or active component technologies, integrated- embedded components, RF and wireless component applications, component performance, systems, and reliability.

IRC Steering Committee

IRC is an international conference on electro-mechanical technologies (relays and switches) for component engineers and technical support. The conference provides a forum for exchange of information and experiences among suppliers and users of new and existing applications for commercial aircraft, HVAC equipment, household appliances, automotive, business machines, service machines, telephone systems, telecommunications, robotics/security systems, computer input-output devices, electrical power controls, laboratory test instruments, lighting controls, machine tools, control productions, automatic test equipment, and various military systems.

EDS Board Representatives

EDS is the annual meeting-place and marketplace for the worldwide community of manufacturers of electronic components, instruments and accessories and the electronic distributors through whom these products are brought to market. It includes exhibits, educational programs, and scheduled meetings or conferences between participating companies.

IWCS Task Group

The International Wire and Cable Symposium (IWCS) provides a forum for the exchange of technical information amongst suppliers, manufacturers and users on technological advancements in materials, processes and products used for voice, data and video signal transmission systems. To compliment the technical symposium, ECA and IWCS/Focus developed the Executive Forum at IWCS. This Forum is designed to be an annual industry barometer on the overall landscape for cables and connectivity in today's dynamic and changing economy.

Marketing Services Committee

Market Research monitors the U.S. and international economies to provide market data and statistics on current and future trends in the electronic components industry. It produces reports and publications that help companies understand the cost of doing business today and plan for growth and changes necessary to do business tomorrow. Market Research also conducts forums and roundtables on new product technologies and emerging markets that provide companies with the information needed to address the issues and meet the challenges of future business opportunities.

Engineering Services Committee

The Engineering Services Committee is the coordinating body for ECA development and production of standards and specifications for the electronic components industry. The Committee works closely with EIA Engineering, the accredited standards development organization, to ensure that the documents produced are accepted by U.S. industry and worldwide. The Committee also recommends and supports activities for education and training on the use and implementation of existing standards and specifications, and on the processes and procedures used in national and international standards development.

Article 4. Membership of the Association

4.1 Eligibility

Membership is open to any corporation which manufactures products that fall within the scope of the Association. Applications for membership are reviewed by the Membership and Scope Committee and approved by majority vote of the Board of Directors. Membership eligibility in the Association will comply with guidelines established by ECA.

Applications for membership are reviewed by the Membership Committee and approved by majority vote of the Board of Directors.

Regular Manufacturer Membership

Any company or a division of a company with a legal base of operations in North America that manufactures, assembles or markets passive electronic components, electro-mechanical electronic components, interconnective electronic components, wire and cable, CRTs and electronic displays, and general electronic components.

Associate Membership

Companies and organizations that participate in the electronic components industry, but do not qualify for regular memberships in ECA.

Affiliate Membership

Affiliate membership in ECA is secured through membership in ECA affiliate organizations.

4.2 Dues

Dues are based on the value in US. Dollars of all products that are manufactured and/or marketed in the North America which fall within the scope of the Association. Dues rates will be fixed by the Board of Directors and can be changed by a majority vote of the Board of Directors.

4.3 Payment of Dues

Dues are paid annually for calendar year membership and payment of dues constitutes membership in good standing. Failure to pay membership dues within ninety (90) days of invoice date may result in suspension of membership status. Any exceptions must be approved in writing by the Chairman.

Article 5. Amendment of By-laws

The By-laws of the Association may be altered, amended, or repealed and new By-laws adopted, by a two-thirds voted of the Board of Directors with a 30-day waiting period for discussion and comment.

Article 6. Policies and Procedures

Policies and Procedures which are consistent with the Bylaws may be adopted by the Board of Directors to govern the activities of the Association.

Article 7. Dissolution

In the event of the dissolution or final liquidation of the Association, its remaining net assets shall be distributed to such nonprofit corporations or association as are exempt from Federal Income Tax under section 501 (c) of the Internal Revenue Code, as the Board of Directors in the exercise of its discretion may determine.

Article 8. Indemnification

The Association shall procure and hold in good standing Directors and Officers Liability Insurance. Officers, members of the Board of Directors, or those serving at the request of the Association shall be indemnified by the Association against judgments, fines, and amounts paid in settlement actually and reasonably incurred by this person in connection with such action, suit or proceeding if this person acted in good faith in what he believed to be in the best interest of the Association, to the maximum extent permitted by the policy, and in the manner provided by, the nonprofit laws of the land.